

Exhibit N

Diane Artal

From: Diane Artal
Sent: Thursday, October 17, 2013 2:02 PM
To: 'Robert S. Wolf'
Cc: John V. Baranello; Luigi Rosabianca; 'david@rosabiancalaw.com'
Subject: RE: Tri County and Affiliate/Related Entities Dispute - CONFIDENTIAL

Categories: Red Category

WITHOUT PREJUDICE
FOR SETTLEMENT PURPOSES ONLY

Robert,

We appreciate your effort in replying to our information request.

Although Felix Sater's accounting information is rather approximate, I understand that an amount between \$39,970,529.55 and \$39,720,529.55 is still unlawfully in possession of your client.

In the hope of restoring my client's funds in an expedited manner, my client proposes the following:

- Regarding Tri-County Mall: payment to Felix Sater of a commission of 2% on the sale price of \$45M, and 20% on the profit generated by the sale in excess of a 10% hurdle rate. As an example, if the value of the real estate property is \$1M, and the sale generates a profit of \$500,000.00, the commission would be in the amount of \$20,000.00 (2%) and \$80,000.00 (20% of \$400,000.00).
- Regarding Syracuse Center: payment to Felix Sater of a commission of 2% of the eventual sale price and 20% on the profit generated by an eventual sale in excess of a 10% hurdle rate at the closing of such sale.
- Regarding Swansea Mall: Payment to Felix Sater of a commission of 2% of the eventual sale price and 20% on the profit generated by an eventual sale in excess of a 10% hurdle rate at the closing of such sale.

Please note that the profit generated on the Tri-County Mall sale has been calculated based on the remaining balance of the proceeds in the amount of \$42,720,529.55 sent by the Sheriff to the Tri-County Mall Investors LLC's bank account in August 2013.

This offer is valid until Friday October 18, 2013 at 4:00pm.

Be advised that this offer is for settlement purposes only and is not binding unless agreed to in writing and signed by both parties. This offer is without prejudice to my client and shall not be considered as an admission that the dispute between our clients is of any nature.

You will find answers to your questions below.

On another note, kindly answer the following questions:

- Who is World Health Networks and what role did they play in the Tri-County Mall sale?
- Upon what criteria did Felix Sater base his decision to pay \$2,250,000.00 to MeM Energy Partners?

I look forward to hearing from you.

Kind regards,

Diane Artal, Esq.*

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